



SUBSCRIPTION AGREEMENT

KEY CAPITAL - PRIVATE EQUITY FUND VIII

1. Subscription Agreement

Applicants should complete all sections in full and ensure that it is signed by the applicant(s) and/or appropriate authorised signatories on all relevant pages.



Any person wishing to subscribe for Shares of Key Capital – Private Equity Funds plc (the “Company”) Key Capital – Private Equity Fund VIII (the “Fund”) should:

- I. Complete and execute one copy of the attached Subscription Agreement, offering to subscribe for a specified amount of Shares on the Dealing Day at their Offering Price for the Initial Closing or the most recent NAV for Subsequent Closings (as described in the Fund’s Supplement);
- II. Send a completed and executed copy by email to SEI Investments Global Fund Services (“the Administrator”) at **peirteam1@seic.com**, by at least the Business Day before the Dealing Day to:

Key Capital – Private Equity Fund VIII
Attention: Transfer Agency Department,
SEI Investments – Global Fund Services Ltd.,
One Charlemont Square, Level 2, Dublin 2, Ireland.

Tel: +353 1 638 2440

! PLEASE NOTE that the fully completed Subscription Agreement must be returned to the Administrator to the email address outlined above. No redemption or transfer requests will be processed prior to receipt of the Subscription Agreement and supporting documentation.

- III. In order to comply with the anti-money laundering regulations applicable to the Company, all information requested in the Anti-Money Laundering section **MUST** be completed before submitting this Subscription Agreement.
- IV. Payment in the relevant currency by bank-to-bank wire transfer for the called amount of the subscription must be received by the Company by at least the Business Day before the Dealing Day. Payment by wire transfer referencing the name of the subscriber should be sent to: *(See pg 3.)*
- V. Applications for shares will not be deemed to be complete until all anti-money laundering procedures have been completed.

2. Transfer Bank Account Details

Beneficiary Bank:	Bank of America Europe Designated Activity Company, Dublin Branch Two Park Place, Hatch Street Dublin 2, Ireland
Beneficiary IBAN:	IE69 BOFA 9900 6162 145 036
Beneficiary BIC:	BOFAIE3X
Account Name:	Key Capital – Private Equity Funds plc – on behalf of Key Capital – Private Equity Fund VIII
Account Number:	602262145036
Reference: <i>(Please insert Subscribers Name)</i>	<input type="text"/>

! PLEASE NOTE this subscription document must be completed in full and cleared funds received in our account before shares are issued.

The Company will advise each subscriber promptly of its acceptance of any offer to subscribe to Shares of the Company, but the Company reserves the right to reject any offer at any time prior to the Company’s acceptance of the offer if for any reason the Company determines not to issue Shares. The Administrator is required by applicable anti-money laundering laws to receive full AML documentation prior to returning any money.

3. Investor Details – Please complete in block letters

a) Please indicate whether you are an existing investor in the Company

YES NO

b) Please complete your full name and address below

Name of Investor as it will appear on the share register: *(as per passport or registered company name)*

Telephone Number:

Email:

Registered Address:

Post Code:

Date of Birth/Formation Date of Entity:

Nationality/Domicile:

Tax Residency: **Tax ID:**

c) Type of Investor *(Please check all that apply)*

- | | | |
|---|--|--------------------------------------|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Financial Institution | <input type="checkbox"/> Individual |
| <input type="checkbox"/> Non-FATF Corporation | <input type="checkbox"/> Foundation | <input type="checkbox"/> Nominee |
| <input type="checkbox"/> Depository | <input type="checkbox"/> Fund | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Designated Body | <input type="checkbox"/> Government Agency | <input type="checkbox"/> Other* |
| <input type="checkbox"/> Endowment | <input type="checkbox"/> Trust | |

*Please state investors type:

d) Applicable rate of Investment Undertaking Tax (IUT):

0% 25% 38%

Reason for tax rate selection:

Where an investor is Irish resident and tax exempt, a 739D form is required to be completed in the appendix.

I/We confirm that the investment is:

(Please tick the appropriate box)

- Made on my/our own behalf
- Made on behalf of a third party or underlying beneficiary/client
- Made on behalf of a trust or similar legal arrangement that has discretionary beneficiaries

I/We confirm that the investment:

(Please tick the appropriate box)

- Consists of bearer shares/instruments
- Does not consist of bearer shares / instruments

- !** PLEASE NOTE: All investor correspondence and reporting will be provided through a secure online portal. The email address provided above will be used for portal setup and notifications.

4. Bank Details

Settlement must be made in the designated currency of the class in which you are investing.

Bank account details provided must be in the registered interest holder's name. Third party payments to/from other bank accounts cannot be processed.

I/We* undertake to inform the Administrator in writing of changes to settlement/bank details immediately.
(*delete as appropriate)

- ! PLEASE NOTE that all redemption proceeds and distributions will be paid into the following investor account and that all capital calls should be paid from the following investor account.**

In the event that a Shareholder requires the payment of redemption proceeds, or funding of a capital call, to/from an account other than that specified in this Subscription Agreement, the Shareholder must provide a request (signed digitally or scan of original) to the Administrator in writing, executed by an authorised signatory of the Shareholder, prior to the receipt of the relevant redemption, on or prior to payment of a capital call.

Bank Name:	<input type="text"/>
Bank Address:	<input type="text"/>
	<input type="text"/>
	<input type="text"/>
Swift:	<input type="text"/>
Account Name:	<input type="text"/>
IBAN:	<input type="text"/>
Account Number:	<input type="text"/>
Reference:	<input type="text"/>

5. Authorised Signatories for this Account

Name:	<input type="text"/>	
Position:	<input type="text"/>	
Signature:	<input type="text"/>	
Name:	<input type="text"/>	
Position:	<input type="text"/>	
Signature:	<input type="text"/>	
Name:	<input type="text"/>	
Position:	<input type="text"/>	
Signature:	<input type="text"/>	

Original or Certified copy of the authorised signatory list attached:

YES NO

6. Nominee Investments

This section is to be completed by an intermediary/nominee who invests on behalf of an underlying beneficiary/client

We confirm the underlying beneficiary is:

(Please tick the appropriate box)

- An Individual
- An Entity
- A pooled account representing a number of underlying beneficiaries/clients

We confirm that:

(Please tick the appropriate box)

- We exercise control over the investment
- We are acting pursuant to specific instruction from the underlying beneficiary/client

We confirm that:

(Please tick the appropriate box)

- We apply customer due diligence and record keeping requirements that are consistent with those of the AML directive (EU) 2015/849 and we are supervised for compliance with these requirements
- We do not apply customer due diligence and record keeping requirements that are consistent with those of the AML directive (EU) 2015/849

We confirm that:

(Please tick the appropriate box)

- We exercise control over the investment
- We are acting pursuant to specific instruction from the underlying beneficiary/client

If you have indicated that you do not apply the requirements consistent with AML directive (EU) 2015/849, please complete the following:

Governing AML Regulation

AML Regulator Name

AML Regulator Location

7. Related Parties Authorised to Receive Correspondence

All investor correspondence and reporting will be done through a secure online portal. The email addresses provided below will be used for portal setup and notifications. If there are additional contacts to be added please provide these on a separate page.

Contact Name:	<input type="text"/>
Mailing Address:	<input type="text"/>
Telephone Number:	<input type="text"/>
Email:	<input type="text"/>
Contact Name:	<input type="text"/>
Mailing Address:	<input type="text"/>
Telephone Number:	<input type="text"/>
Email:	<input type="text"/>

8. Ultimate Beneficial Owner

Ultimate Beneficial Owner Detail

(Natural Person(s) who ultimately benefits from the shares regardless of how they are registered)

Name	Residential Address	Date of Birth	Occupation	PEP* - Yes/No

Details of all Directors/Trustees/Partners/Committee Members/Controllers as appropriate

(additional information may be set out in a separate document included with this Subscription Agreement if you do not have enough space below) – **N.B this is not applicable to individual applicants**

Name	Residential Address	Date of Birth	Occupation	PEP* - Yes/No

***PEP - Politically Exposed Person** - Is the Ultimate Beneficial Owner/Director/Trustee/Partner/Committee Member/Controller a senior government, political or military official, or an immediate family member or close associate of such a person? Yes No

! If Yes, please provide an original signed letter confirming the individual's source of wealth (description of the economic activity which has generated the net worth) and attach to the Subscription Agreement.

- a) The name of the politically exposed person(s), immediate family member(s) or close associate(s) if not referenced above;
- b) The position held by the politically exposed person(s), immediate family member(s) or close associate(s);
- c) The relationship of the politically exposed person(s), immediate family member(s) or close associate(s) to the registered investor; and
- d) Any other relevant detail for the politically exposed person(s), immediate family member(s) or close associate(s).

A separate document setting out additional information in relation to the above is included with this Subscription Agreement: **Yes** **No**

Are any of the persons in control of; or a person owning beneficial interest in this investment, subject to a sanction or embargo? **Yes** **No**

 *If Yes, please provide details in the below box including:*

- a) The name of the person/party sanctioned;
- b) The detail of the sanction/embargo enforced;
- c) The relationship of the person/party sanctioned to the registered investor; and
- d) Any other relevant detail

9. Anti- Money Laundering Information

I/We confirm that the source of wealth* for the investment derives from:

(Please tick the appropriate box)

- Employment Income
- Sale of Real Estate
- Sale of Securities Investment(s)
- Inheritance
- Other *(If this box is ticked, please provide details below)*

*The source of wealth refers to the activities that have generated the total net worth of the customer i.e. the activities that produced the customer's funds and property.

I/We confirm that the source of funds* for the investment derives from:

(Please tick the appropriate box)

- Employment Income** *(If this box is ticked, please detail the following in the below box)*
 - a) Job description
 - b) The nature of the employer's business

- Sale of Real Estate** *(If this box is ticked, please detail the following in the below box)*
 - a) The date the property was sold; and
 - b) Sale amount

- Sale of Securities Investment(s)** *(If this box is ticked, please detail the following in the below box)*
 - a) The type of security/securities sold; and
 - b) The date(s) and sale amount(s)

- Inheritance** *(If this box is ticked, please detail the following in the below box)*
 - a) The amount(s) and date that the inheritance was received; and
 - b) The relation to the benefactor

I/We confirm that the source of funds* for the investment derives from:

(Please tick the appropriate box)

Other *(If this box is ticked, please detail the following in the below box)*

- a) The nature of the source of funds;
- b) The relevant date(s) associated; and
- c) The amount(s) received

I/We confirm that the investment is associated with the following industry:

(Please tick the appropriate box)

- Arms, Trade and Defence
- Arts or Precious Metals
- Construction
- Extractive Industries
- Gas or Petrol
- Money Service, Cash Intensive Businesses or Casino
- Pharmaceutical and Healthcare
- Public Procurement
- Other *(If this box is ticked, please provide details below)*

The best estimate of current total net assets:

(Please tick the appropriate box)

- Up to EUR 500,000
- EUR 500,000 to EUR 1,000,000
- EUR 1,000,000 to 5,000,000
- EUR 5,000,000 to EUR 10,000,000
- EUR 10,000,000 to EUR 50,000,000
- Over EUR 50,000,000

10. Declarations

I/We*, having received and considered the current Prospectus, the Fund Supplement, the Memorandum and Articles of Association of the Company (the "M&A"), Key Information Document and the most recently published annual and/or semi-annual report of the Company (where applicable), hereby confirm and declare that this application is based solely on the information contained in such documentation and is made pursuant to the terms of this Subscription Agreement. I/We* hereby acknowledge that the information detailed in article 23 of Directive 2011/61/EU on Alternative Investment Fund Managers, as may be amended from time to time, has been made available. I/We* acknowledge that unless otherwise defined, all capitalised terms used herein shall have the same meaning as defined terms in the Prospectus and Supplement.

I/We* acknowledge that the Company qualifies as a qualifying investor scheme for the purposes of the AIF Rulebook issued by the Central Bank of Ireland. Accordingly, while the Company is authorised by the Central Bank of Ireland, the Central Bank of Ireland has not set any limits or other restrictions on the investment objectives, the investment policies or the degree of leverage which may be employed by the Company.

I/We* hereby certify that I am/we are* not a U.S. Person and that the Shares hereby applied for are not being acquired directly or indirectly by or on behalf of, or for the account of, a U.S. Person. I/We* further confirm that I/we* will notify the Administrator in the event that I/we* become a U.S. Person or hold the Shares on behalf of, or for the account or benefit of, a U.S. Person.

I/We* understand that the Shares have not been registered under the United States Securities Act 1933 in reliance upon an exemption from such registration, and that neither the Fund nor the Company has been registered under the Investment Company Act of 1940 (as amended, replaced or consolidated from time to time). I/We* understand that the Company has no intention of registering the Company, the Fund or the Shares with the US Securities and Exchange Commission or any state and is under no obligation to assist the Investor in obtaining or complying with any exemption from registration. I/We* understand that no federal or state agency has passed upon or made any recommendation or endorsement of an investment in the Fund.

I/We* understand that the representations and warranties and agreements made herein are continuous and all subsequent subscriptions of Shares by me/us* shall be governed by them, and I/we* agree to notify the Company, the AIFM and the Administrator promptly, if any representation or warranty should cease to be true at any time and I/we* agree immediately to take such action as the Company may direct, including where appropriate, the repurchase of the Applicant's holding in its entirety. I/We* further acknowledge the right of the Company at any time to require the mandatory repurchase of Shares as provided for in the Prospectus, M&A or Supplement.

I/We* confirm that I/we* will notify the Company immediately if there are any changes to the information supplied to the Company in connection with this application which make the confirmations no longer true.

I/We* hereby agree to indemnify and keep indemnified the Company (including the Fund), the Directors, the AIFM, the Administrator, the Depository and their affiliates, duly appointed agents, and the officers, directors, employees of any of the foregoing, from and against any loss, cost or expense (including without limitation, legal fees, taxes and penalties) arising to any of them as a result of Applicant's holding of Shares where the Applicant is at fault or any breach of any representation, warranty, condition, covenant, undertaking, agreement, declaration, acknowledgement, term, instruction or confirmation by me/us* in this Subscription Agreement or in any other documents delivered by the Applicant or from my/our* failure to disclose any relevant details or provide it with all the information requested by the Company, the AIFM, the Administrator or the Depository. In the case of delay or failure to provide satisfactory information, each of the Company, the AIFM and the Administrator, may take such action (including declining to accept an application) as they think fit.

I/We* consent to any Company, Fund and Shareholder documentation and information, including by not limited to, copies of the Prospectus, financial reports, circulars, notices, forms, and any Shareholder or other documentation relating to the Company, relevant Fund or Share Class required to be sent by the Company or Administrator to the Applicant as a Shareholder being sent by electronic means including but not limited to email or posting of and such document, report, communication, form or notice on such other web-site address as may be notified to me/us* from time to time by post or email. By providing an email address herein, any such document to be sent by email will be sent to the email address set out herein or otherwise notified to and agreed with the Administrator from time to time.

I/We* understand that it is my/our* obligation to notify the Company and/or Administrator in writing if the contact email address set out herein changes. I/We* understand that I/we* may revoke or restrict my/our* consent to electronic delivery of such documentation and information by notifying the Company and Administrator in writing. I/We* note that email messages may not be secure and may contain computer viruses or other defects, may not be accurately replicated on other systems, or may be intercepted, deleted or interfered with without the knowledge of the sender or the intended recipient. I/We* note that the Administrator makes no warranties in relation to these matters. I/We* also note that the Administrator reserves the right to intercept, monitor and retain email messages to and from its systems as permitted by applicable law. I/We* confirm that if I/we have any doubts about the authenticity of an email purportedly sent by the Company, the AIFM or the Administrator, I/we* will contact the purported sender immediately. The Company and the Administrator may rely conclusively upon and shall incur no liability in respect of any action taken upon any notice, consent, request instructions, or other instrument believed,

in good faith, to be genuine or to be signed by properly authorised persons. I/We* hereby indemnify the Company and the Administrator and agree to keep each of them indemnified against any loss of any nature whatsoever arising to each of them as a result of any of them acting on email instructions.

I/We* hereby apply for Shares and to be entered on the register of Shareholders on the terms and conditions set out in the M&A of the Company, this Subscription Agreement, the Prospectus and the Supplement for the Fund of the Company, as may be amended from time to time. I/We* agree to be bound by the terms of the Prospectus and the M&A.

I/We* represent and warrant to the Administrator and the Company that the Applicant has the legal capacity, authority and all necessary consents to make this application and to invest in the Company and has complied with all regulations or limitations on investments imposed by any regulatory or governmental body and hereby agrees to indemnify the Company (including the Fund), the Directors, the AIFM, the Administrator, distributors and any officers thereof of any of the foregoing for any loss suffered by them as a result of this warranty/representation not being true in every respect.

I/We* confirm that I/we* have reached the age of majority under the laws of my/ our* country of nationality or domicile.

I/We* acknowledge and confirm that the distribution or offering of Shares in the Company (including the Fund) is restricted in certain jurisdictions. Shares in the Company are only available to qualifying persons to whom the Company may be lawfully promoted and who may lawfully invest in the Company.

I/We* confirm, for the Applicant itself and in respect of any economic beneficiaries that the Applicant has the necessary experience, sophistication and skills and is suitably qualified to invest in the Company and the Fund under all applicable laws and regulations in all relevant jurisdictions. I/We* confirm that I/we* can bear the economic risk of an investment in the Shares and are able to sustain a complete loss of investment in the Shares.

I/We* declare that I/we* acknowledge the responsibilities of the Company and the Administrator with regard to the prevention of money laundering and financing of terrorism, including those prescribed by the Criminal Justice (Money Laundering and Terrorist Financing) Acts 2010 and 2013, and I/we* agree to comply with all applicable laws and regulations sufficient to discharge the Applicant's obligations in respect of its investment in the Company from the date of this application, and on an ongoing basis, and to verify the identity of and carry out all required due diligence in respect of all economic beneficiaries (if any). I/We* agree to provide all relevant documentation as and when requested and I/we agree that I/we* will not, under any circumstances, knowingly be or become involved in criminal conduct or money laundering and/or act on behalf of a person where the activities of that person lead us to believe that the person has been involved in criminal conduct or money laundering. I/We* acknowledge that the Company and/or the Administrator shall be held harmless against any loss arising as a result of a failure to process my/our* application for or request for redemption of Shares if such information and documentation as has been requested by the Administrator has not been provided by me/us*.

I/We* hereby acknowledge and agree that where I/we* fail to provide the Administrator with the documentation and information referred to above, the Administrator, after notification to the Directors of the Company, may reject this application, and that the Administrator may make such reports to the relevant regulatory and law enforcement authorities as required under applicable anti-money laundering legislation and regulations. I/we* further acknowledge that the Administrator will withhold the proceeds of redemption of my/our* Shares until such time as the Administrator has received and is satisfied with all the information and documentation requested to verify my/our* identity.

I/We* understand that the following persons are prohibited from investing in the Company (i) a person or entity whose name appears on the List of Specially Designated Nationals and Blocked Persons maintained by the U.S. Office of Foreign Assets Control ("OFAC"); (ii) any other person whose dealings with U.S. Persons would be restricted under sanctions administered by OFAC; (iii) a person or entity whose dealings with the Company and/or the AIFM would be sanctioned by the European Union; and (iv) a foreign shell bank (a bank without a physical presence in any country) ("Prohibited Investor").

I/We* represent and covenant that neither I/we*, nor any person controlling, controlled by, or under common control with me/us*, nor any person having a beneficial interest in me/us*, is a Prohibited Investor. I/We* agree to promptly notify the Company of any change in information affecting this representation and covenant.

I/We* acknowledge that the tax disclosure set forth in the Prospectus is of a general nature and may not cover the jurisdiction in which the Applicant is subject to taxation and that the tax consequences of the Applicant's purchase of Shares depends the Applicant's individual circumstances.

I/We* acknowledge that the Company intends to take such steps as may be required to satisfy any obligations imposed on it by (i) the Foreign Account Tax Compliance Act ("FATCA") regulations (ii) any provisions imposed under Irish law arising from the inter-governmental agreement between the Government of the United States of America and the Government of Ireland ("IGA") (iii) the OECD Common Reporting Standard ("CRS") and Council Directive 2014/107/ EU amending Directive 2011/16/EU ("DAC II") and Irish implementing legislation so as to ensure compliance or deemed compliance (as the case may be) with the FATCA regulations, the IGA, CRS and DAC II

and the Irish implementing legislation (together "AEOI"). In particular I/we* acknowledge that the information contained in this form and information regarding the Applicant may be reported to the tax authorities of the country in which this account is maintained and exchanged with the tax authorities of another country or countries in which the Applicant may be tax resident where those countries (or tax authorities in those countries) have entered into agreements to exchange financial account information.

I/We* agree to provide to the Administrator the necessary AEOI declarations appended in Appendix 1 of this Subscription Agreement, confirmations and/or classifications at such times as each of them may request and furthermore provide any supporting certificates or documents as each of them may reasonably require in connection with this investment by reason of AEOI, as described above, as amended or supplemented from time to time. Should any information furnished to any of them become inaccurate or incomplete in any way, I/we* hereby agree to notify the Administrator immediately of any such change and further agree to immediately take such action as the Administrator may direct, including where appropriate, redemption of our Shares in respect of which such confirmations have become incomplete or inaccurate where requested to do so by the Administrator. If relevant, I/we* agree to notify the Administrator of any change to my/our* tax residency status.

I/We* hereby acknowledge for the purposes of complying with its automatic exchange of information obligation under CRS that the Company, or the Administrator on its behalf, is required to collect certain information on an account holder and on certain controlling persons in the case of the account holder being an entity (e.g. name, address, jurisdiction of residence, TIN, date and place of birth (as appropriate), the account number and the account balance value at the each of end calendar year) to identify accounts which are reportable to the Irish tax authorities under CRS and further acknowledge that such information may in turn be exchanged by the Irish tax authorities with other tax authorities. Further Information in relation to CRS can be found on the Automatic Exchange of Information (AEOI) webpage on www.revenue.ie.

I/We* acknowledge that the Administrator will provide such information relating to me/us*, to the relevant tax or regulatory authorities as it is required to do under the regulations in force in Ireland from time to time pursuant to the IGA.

I/We* hereby also agree to indemnify and keep indemnified the Administrator against any loss, liability, cost or expense (including without limitation legal fees, taxes and penalties) which may result directly or indirectly as a result of a failure to meet my/our* obligations pursuant to this section or failure to provide such information which has been requested by the Administrator and has not been provided by me/us*, and from any misrepresentation or breach of any warranty, condition, covenant or agreement set forth herein or in any document delivered by me/us* to the Administrator.

I/We* further acknowledge that a failure to comply with the foregoing obligations or failure to provide the necessary information required may result in the compulsory redemption of my/our* entire holding in the Fund, and that the Administrator is authorized to hold back from redemption proceeds or other distributions to me/us* such amount as is sufficient after the deduction of any redemption charges to discharge any such liability and I/we* shall indemnify and keep indemnified the Administrator and the Company against any loss suffered by them or other Shareholders in the Fund in connection with any obligation or liability to so deduct, withhold or account.

I/We* agree to sell or tender to the Company for redemption, Shares held by me/us* in the Company if the continuing holding of the Shares by me/us* would prejudice the tax or regulatory status of the Company.

I/We* acknowledge that I/we* will be entitled to look solely to the assets of the Fund in which I/we* have invested in respect of all payments in respect of the Applicant's Shares. If the realised net assets of the Fund are insufficient to pay any amounts payable in respect of the relevant Shares, I/we* will have no further right of payment in respect of such Shares nor any claim against or recourse to any of the assets of any other Fund or any other asset of the Company or of the Administrator or of the Depository.

I/We* confirm that I/we* have provided the Company and/or Administrator with a list of persons duly authorised by me/us* to give Instructions to the Company and/or the Administrator and that I am/we are* empowered to authorise those authorised persons to give such Instructions. I/We* acknowledge that it is the Applicant's responsibility to ensure that any changes to such list of authorised persons are notified to the Administrator. If the undersigned is acting as agent, representative or nominee (a "Nominee"), the Nominee acknowledges and agrees that the agreements, representations, warranties, undertakings, and acknowledgements herein are also made on behalf of the beneficial owner(s). The Nominee represents and warrants that Nominee has all requisite power and authority to enter into and perform this Subscription Agreement and the agreements contemplated hereby, and Nominee represents and warrants, after reasonable inquiry, that the information, representations and warranties provided in this Subscription Agreement and otherwise to the Company and/or Administrator through the Nominee are accurate and complete. Nominee agrees to indemnify the Fund, the Company, the AIFM, the Administrator and the Depository for any and all damages, costs, fees, losses and expenses (including counsel fees and disbursements) in connection with or resulting from the Nominee's misrepresentation or misstatement contained herein or breach hereof, or the assertion of the Nominee's lack of proper authorization from the beneficial owner(s).

Declaration of Qualifying Investor

I/We* hereby declare that in subscribing for Shares in the Fund I/each of us am/is a Qualifying Investor within the meaning of the Prospectus, in that:

I/We* certify that I am/we are* *(Please tick the one appropriate to you):*

- (i) an investor who is a professional client within the meaning of Annex II of Directive 2004/39/EC (Markets in Financial Instruments Directive); or
- (ii) an investor who receives an appraisal from an EU credit institution, a MiFID firm or a UCITS management company that the investor has the appropriate expertise, experience and knowledge to adequately understand the investment in the Fund; or
- (iii) an investor who certifies that they are an informed investor by providing the following:
 - a) confirmation (in writing) that the investor has such knowledge of and experience in financial and business matters as would enable the investor to properly evaluate the merits and risks of the prospective investment *(if selected please revise and sign letter A attached on page 18)*; or
 - b) confirmation (in writing) that the investor's business involves, whether for its own account or the account of others, the management, acquisition or disposal of property of the same kind as the property of the Company *(if selected please revise and sign letter B attached on page 18)*

I/We* hereby certify that I am/we are* aware of the risk involved in the proposed investment in the Company and of the fact that inherent in such investment is the potential to lose the entire sum invested.

Signed:	<input type="text"/>	Date:	<input type="text"/>
Signed:	<input type="text"/>	Date:	<input type="text"/>



**Delete as appropriate.*

Letter A: If you are certifying you are qualified investor as defined on pg. 13 (iii) (a) please review this letter and sign:

From:

Address:

To: Key Capital – Private Equity Funds Plc

I/We* confirm as an investor(s) into Key Capital – Private Equity Fund VIII I/we* have such knowledge of and experience in financial and business matters as would enable me/us* to properly evaluate the merits and risks of the prospective investment.

I/We* hereby certify that I am/we are* Qualifying Investor(s) as such term is defined above on pg. 17 section (iii) (a) and in the Prospectus.

Signed:

Date:



Signed:

Date:

Letter B: If you are certifying you are qualified investor as defined on pg. 13 (iii) (b) please review this letter and sign:

From:

Address:

To: Key Capital – Private Equity Funds Plc

I/We* confirm as an investor(s) into Key Capital – Private Equity Fund VIII that my/our* business involves, whether for its own account or the account of others, the management, acquisition, or disposal of property of the same kind as the property of the Company.

I/We* hereby certify that I am/we are* Qualifying Investor(s) as such term is defined above on pg. 17 section (iii) (b) and in the Prospectus.

Signed:

Date:



Signed:

Date:

I/We* acknowledge that I/We have received and read the Data Protection Notice attached to the Subscription Agreement.

I/We* acknowledge the right of the Company at any time to require the mandatory redemption of Shares held by me/us* in the Fund as detailed further in the Prospectus.

I/We* acknowledge the restrictions on dealing as disclosed in the Prospectus and the right of the Company to act at its discretion in order to protect the Company or the Fund from market timing, excessive trading or other activity which it believes is harmful to the Company or the Fund.

I am/We are* not subscribing for Shares in the Fund on behalf of one or more (i) employee benefit plans ("ERISA Plans") subject to Title I of United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), (ii) retirement plans covering only self-employed individuals and individual retirement accounts or otherwise defined as a "plan" in Section 4975(e)(1) of the United States Internal Revenue Code of 1986, as amended (collectively "Qualified Plans"), or (iii) entities deemed to hold the assets of an ERISA Plan or Qualified Plan.

Capital Commitment

I/We* irrevocably agree and acknowledge that:

- (i) I/We* shall subscribe the Capital Commitment provided for on page 22 of this Subscription Agreement for Shares in the Fund of the class specified on page 22 of this Subscription Agreement, as and when called upon to do so by the Company or its delegate(s);
- (ii) the Company or its delegate(s) may call upon me/us* to pay the balance of my/our* Capital Commitment in one or more tranches as it sees fit at any time by issuing a Drawdown Call;
- (iii) if I/We* fail to satisfy a Drawdown Call by the date specified in the Drawdown Call in question, in addition to any other rights the Company may have, I/we* may be required by the Company to pay a late payment fee of EURIBOR (with + 0% floor) +3% on any amount which is not paid by the relevant date;
- (iv) I/We* shall indemnify the Company for any interest, losses or other costs incurred as a result of failing to settle a Drawdown Call by the relevant date or a delay in such settlement; and
- (v) the foregoing is in addition to any other rights or remedies that the Company may have in law, in equity or otherwise in the event that I/we* fail to meet a Drawdown Call.

I/We* confirm that we have read ALL the above declarations in Section 10

Signed:

Date:



Signed:

Date:



11. Non-Irish Residents

Applicants resident outside Ireland are required by the Irish Revenue Commissioners to make the following declaration which is in a format authorised by them, in order to receive payment without deduction of tax. It is important to note that this declaration, if it is then still correct, shall apply in respect of any subsequent acquisitions of Shares. Terms used in this declaration are defined in the Prospectus.


(a) Declaration on Own Behalf


I/We* declare that I am/we are* applying for Shares on my/our* own behalf/on behalf of a company* and that I am/we are/the company is* entitled to the Shares in respect of which this declaration is made and that I am/we are/the company is* not currently resident or ordinarily resident in Ireland and should I/we/the company* become resident I will/we* will so inform you in writing accordingly.

(b) Declaration as Intermediary

I/We* declare that I am/we are* applying for Shares on behalf of persons who will be beneficially entitled to the Shares and who to the best of my/our* knowledge and belief, are neither resident nor ordinarily resident in Ireland. I/We* also declare that unless we specifically notify you to the contrary at the time of application, all applications for Shares made by me/us* from the date of this Subscription Agreement will be made on behalf of such persons and I/we* will inform you in writing if I/we* become aware that any person, on whose behalf I/we* hold Shares becomes resident or ordinarily resident in Ireland.

**Delete as appropriate.*

Applicant Name:	<input type="text"/>	
Registered Address:	<input type="text"/>	
	<input type="text"/>	
	<input type="text"/>	
Signature of Applicant or Authorised Signatory (declarant):	<input type="text"/>	
Capacity of signatory (if applicable):	<input type="text"/>	
Print Name:	<input type="text"/>	
Date:	<input type="text"/>	

<u>Joint Applicants</u>		
Print Name:	<input type="text"/>	
Signature:	<input type="text"/>	
Print Name:	<input type="text"/>	
Signature:	<input type="text"/>	

Applicants who are Irish tax resident and who fall within one of the categories of exempt person detailed at section 390(6) of the Taxes Consolidation Act 1997 should contact the AIFM for the alternative declarations available for them.

! Important notes for making this non-resident declaration.

Non-resident declarations are subject to inspection by the Irish Revenue Commissioners and it is a criminal offence to make a false declaration. To be valid, the Subscription Agreement (incorporating the declaration required by the Irish Revenue Commissioners) must be signed by the Applicant. Where there is more than one Applicant, each person must sign. If the Applicant is a company, it must be signed by company secretary or other authorised officers. If the Subscription Agreement (incorporating the declaration required by the Irish Revenue Commissioners) is signed under power of attorney, a copy of the power of attorney must be furnished in support of the declarations.

12. Application

1. I/We* hereby irrevocably commit to subscribe the amount(s) specified below for Shares in the following Class(es) of Key Capital – Private Equity Fund VIII. The Applicant has read the Prospectus, Supplement, Key Information Document and understands the Minimum Initial Subscription for the relevant Class(es) of Key Capital – Private Equity Fund VIII.

2. Amount of Capital Commitment:

(IN NUMBERS) €

Amount of Capital Commitment:

(IN WORDS)

The above Capital Commitment will be drawdown into the Fund by way of Drawdown Calls as detailed in the Prospectus and Supplement.

Class A1 EUR

Class I1 EUR

Class A2 EUR

Class I2 EUR

Class F EUR

Upfront Fee:

%

13. Minimum Subscription

Share Classes	Minimum Subscription	Initial Capital Commitment	Additional Capital Commitment*
Class A1 EUR	€250,000		
Class I1 EUR	€250,000		
Class A2 EUR	€250,000		
Class I2 EUR	€250,000		
Class F EUR	€15,000,000		

* Only applicable to top up commitments subsequent to initial capital commitments

Completed by an Authorised Signatory

Investor Signature:

Print Name:

Date:

Joint Investor Signature:

Print Name:

Date:

Note that this must be signed by current authorised signatories on the account



Key Capital - Private Equity Funds plc
(the Company)

Key Capital – Private Equity Fund VIII
(the Fund)

DATA PROTECTION NOTICE FOR INVESTORS

In order to manage the business, the **Company** collects Personal Data from prospective investors and investors including their directors, officers, employees and/or beneficial owners ("**you**"). "**Personal data**" means any data relating to an identified or identifiable living individual. The **Company** is a data controller within the meaning of data protection law and will hold any Personal Data provided by or in respect of investors in accordance with data protection law.

TYPE OF DATA WE COLLECT

The Company may hold the following types of Personal Data in relation to you: name, address/other contact details (telephone, email address, fax number), date/place of birth, gender, tax/ social security number, bank details, photographic ID, proofs of address (usually utility bills), tax residence, occupation, shareholder account numbers (or equivalent), and transaction detail created in the course of administering the data subjects holdings in the Fund and signature, as furnished by you when completing a Fund Application Form or to keep that information up to date.

The Company may also obtain further Personal Data from other sources including publicly available sources. This will include PEP (Politically Exposed Person) checks, sanctions checks, negative news checks and screening checks. The Company is obliged to verify the Personal Data and carry out ongoing monitoring.

WHY AND ON WHAT LEGAL BASIS WE PROCESS IT

The **Company** and/or any of its delegates or service providers (the Administrator, Depositary, AIFM, Distributor may process your Personal Data for any one or more of the following purposes and on the following legal bases:

- (1) Performance of a Contract: to operate the Fund, including managing and administering a Shareholder's investment in the relevant Fund on an on-going basis which enables the Company to satisfy its contractual duties and obligations to the Shareholder and any processing necessary for the performance of the contract with the Shareholder);
- (2) Compliance with Legal Obligation: to comply with any applicable legal, tax or regulatory obligations on the Company, for example, under the Company Act, anti-money laundering, counter-terrorism and tax legislation, for fraud prevention and to perform financial and/or regulatory reporting;
- (3) Legitimate Interests: for any other legitimate business interests' of the Company or a third party to whom Personal Data is disclosed, where such interests are not overridden by the interests of the investor, including for statistical analysis, market research purposes and for the defence of legal claims; or

Your right to object – Please note that you have a right to object to the processing of your Personal Data where that processing is carried out for our legitimate interests. In such a case we must stop processing your personal data unless we can demonstrate compelling legitimate interests which override your interests and you have a right to request information on the balancing test we use.

- (4) Consent: for any other specific purposes where you have given your specific consent and where processing of Personal Data is based on consent, you will have the right to withdraw it at any time.

WHO WE DISCLOSE YOUR PERSONAL DATA TO

The Company and/or any of its delegates or service providers may disclose or transfer Personal Data, whether in Ireland or elsewhere (including entities situated in countries outside of the EEA), to other delegates, duly

appointed agents and service providers of the Company (and any of their respective related, associated or affiliated companies or sub-delegates) and to third parties. At present, we disclose your information to: the Investment Manager, the Fund Administrator, the Depository, Distributors, Advisers, regulatory bodies, taxation authorities, auditors, technology providers, etc.

HOW LONG WE KEEP IT FOR

Once you or your related investor stop availing of services from the Company, it will generally retain your Personal Data for a minimum period of 7 years. In certain circumstances the Company will be obligated to retain your Personal Data longer than this because of our statutory obligations to retain information, including anti-money laundering, counter-terrorism, tax legislation. The Company will take all appropriate steps to destroy or erase the data from its systems when they are no longer required.

YOUR RIGHTS

You have the right to request access to your Personal Data kept by the Company; and the right to rectification or erasure of your data; to restrict or object to processing of your data, and to data portability, subject to any restrictions imposed by data protection law and any statutory obligations to retain information including anti-money laundering, counter-terrorism and tax legislation. If you are unhappy with how the Company is handling your Personal Data you have a right to lodge a complaint with the Data Protection Authority in the Member State of your habitual residence, place of work or of an alleged infringement of the General Data Protection Regulation.

TRANSFERRING YOUR DATA OUTSIDE THE EEA

The **Company** and/or any of its delegates and service providers will not transfer Personal Data to a country outside of the EEA unless that country ensures an adequate level of data protection or appropriate safeguards are in place. The European Commission maintains a list of countries¹ that are deemed to provide an adequate level of data protection. Further countries may be added to this list by the European Commission at any time. If a third country does not provide an adequate level of data protection, then the **Company** and/or any of its delegates and service providers will ensure it puts in place appropriate safeguards such as the model clauses (which are standardised contractual clauses, approved by the European Commission) or binding corporate rules, or relies on one of the derogations provided for in data protection law. As at the date of this Notice the Service Providers transfer personal data to its affiliates in the United States who may in turn transfer your personal data to certain IT service providers in the United States. This will always be done in accordance with standard contractual clauses approved by the European Commission in accordance with Article 46(2) of the GDPR. A copy of these standard contractual clauses can be obtained by contacting dataprotection@keycapital.ie

DATA PROCESSING

Where processing is carried out on behalf of the Company, the Company shall engage a data processor, within the meaning of data protection law, which implements appropriate technical and organisational security measures in a manner that such processing meets the requirements of data protection law and ensures the protection of your rights. The Company will enter into a written contract with the data processor which will set out the data processor's specific mandatory obligations laid down in data protection law, including to process Personal Data only in accordance with the documented instructions from the Company.

FAILURE TO PROVIDE YOUR DATA

You are required to provide their Personal Data for statutory and contractual purposes. Failure to provide the required Personal Data will result in the Company being unable to permit, process, or release your investment in the Fund and this may result in the Company terminating its relationship with you.

ADMINISTRATOR AND DEPOSITARY AS DATA CONTROLLER

The Administrator, *SEI Investments – Global Funds Services Limited*, and the Depository, *SEI Investments – Depository & Custodial Services (Ireland) Limited*, may also act as a data controller of your Personal Data in some limited circumstances. These are:

The Administrator: (i) in order to use the Personal Data you have provided to the Administrator in relation to your investment in the Fund for the purposes of completing anti-money laundering checks in connection with another fund in which you wish you to invest to which the Administrator also provides Administration services and (ii) in order to make a suspicious activity report to An Garda Síochána or Irish Revenue for itself to comply with its legal obligations, not with respect to the Fund.

¹ https://ec.europa.eu/info/law/law-topic/data-protection/international-dimension-data-protection/adequacy-decisions_en

The Depository: The Depository may request the Fund's bank statement information and information from the Fund's share register from the Administrator in order to complete cash monitoring and other oversight services. Therefore, if a wire was completed on your behalf, the Depository could obtain your name and bank account details. In such circumstances, the Depository is acting as a data controller with respect to the collection of the data from the Fund.

CONTACT US

Any questions about the operation of the data protection policy of the Company should be referred in the first instance to ***dataprotection@keycapital.ie***.

AEOI FATCA and CRS Entity Self-Certification

Account holders that are Individuals or Controlling Persons should not complete this form and should complete the form entitled "Individual (including Controlling Persons) Self-Certification for FATCA and CRS".

Instructions for completion and Data Protection notice.

We are obliged under Section 891E, Section 891F, and Section 891G of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections to collect certain information about each account holder's tax arrangements. Please complete the sections below as directed and provide any additional information that is requested. Please note that by completing this application form you are providing personal information, which may constitute personal data within the meaning of the General Data Protection Regulation (697/2016/EU) (the "GDPR") and applicable Irish data protection legislation (currently the Irish Data Protection Acts 1988 to 2018). Please note that in certain circumstances we may be legally obliged to share this information, and other financial information with respect to an account holder's interests in the Fund, with the Irish tax authorities, the Revenue Commissioners. They in turn may exchange this information, and other financial information with foreign tax authorities, including tax authorities located outside the EU.

If you have any questions about this form or defining the account holder's tax residency status, please speak to a tax adviser or local tax authority.

For further information and guidance on FATCA or CRS please refer to the Irish Revenue or the OECD websites at:

<https://www.revenue.ie/en/companies-and-charities/international-tax/aeoi/index.aspx>

<http://www.oecd.org/tax/automatic-exchange/common-reporting-standard/> in the case of CRS only.

If any of the information below about the account holder's tax residence or FATCA/CRS classification changes in the future, please ensure that we are advised of these changes promptly.

(Mandatory fields are marked with an *)

***Section 1. Entity Account holder Details**

***Account holder Name:** _____ (the "Entity")

***Country of Incorporation or Organisation:** _____

***Current (Resident or Registered) Address:**

Number: _____ Street: _____

City, Town, State, Province or County: _____

Postal/ZIP Code: _____ Country: _____

Mailing address (if different from above):

Number: _____ Street: _____

City, Town, State, Province or County: _____

Postal/ZIP Code: _____ Country: _____

***Section 2. FATCA Declaration**

Please tick **either** (I) **or** (II) **or** (III) below **and** provide U.S TIN or exemption code as appropriate, and complete the appropriate sections below based on your FATCA classification.

(I) Specified U.S Person -(also complete Sections 4 and 5 below)

U.S Federal Taxpayer Identification Number (TIN) _____

(II) U.S Person but not a Specified U.S Person -(also complete Sections 4 and 5 below)

W9 Exemption Code: _____

(III) Not a Specified U.S Person-(also complete Sections 3, 4 and 5 below)

***Section 3: Entity’s FATCA Classification** (the information provided in this section is for FATCA, please note your FATCA classification may differ from your CRS classification in Section 5.

Complete either Section 3.1 and 3.2 OR Section 3.3 OR Section 3.4

3.1 Financial Institutions (FIs) under FATCA:

If the Entity is a Financial Institution, **tick one of the below categories** I, II, III and provide a GIIN at 3.2; if not, complete section 3.3 to explain type of Entity you are and why a GIIN cannot be provided.

I.	<i>Irish Financial Institution (FI) or other Partner Jurisdiction Financial Institution (FI)</i>	<input type="checkbox"/>
II.	<i>Registered Deemed Compliant Foreign Financial Institution</i>	<input type="checkbox"/>
III.	<i>Participating Foreign Financial Institution</i>	<input type="checkbox"/>

3.2 Please provide the Entity’s FATCA Global Intermediary Identification number (GIIN)

. . .

3.3 If the Entity is a Financial Institution but unable to provide a GIIN, please explain by choosing one of the below reasons

I.	<p>The Entity has not yet obtained a GIIN but is sponsored by another entity which does have a GIIN. Provide the sponsor’s name and sponsor’s GIIN:</p> <p>Sponsor’s Name:</p> <p>_____</p> <p>Sponsor’s GIIN:</p> <p> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/> <input type="text"/> </p> <p>Note: <i>This option is only available to Sponsored Investment Entities in Model 1 IGA jurisdictions. Sponsored Investment Entities that do not have U.S reportable accounts are not required to register and obtain a GIIN with the IRS unless and until reportable accounts are identified</i></p>	<input type="checkbox"/>
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***Section 4: Common Reporting Standard (“CRS”) Declaration of Tax Residency**

(Note that Entities may have more than one country of Tax Residence)

Please indicate the Entity’s country of tax residence for CRS purposes, (if resident in more than one country please detail **all** countries of tax residence and **all** associated tax identification numbers (“TIN”).

Please refer to the OECD CRS Web Portal for AEOI for more information on Tax Residence and TIN’s.

<http://www.oecd.org/tax/automatic-exchange/crs-implementation-and-assistance/tax-identification-numbers/#d.en.347759>

If the Entity is not tax resident in any jurisdiction (e.g., because it is fiscally transparent), please indicate that below and provide its place of effective management or country in which its principal office is located.

NOTE: Under the Irish legislation implementing the CRS, provision of a Tax ID number (TIN) is required to be provided unless:

- a) You are tax resident in a Jurisdiction that does not issue a TIN
- Or
- b) You are tax resident only in a non-reportable Jurisdiction for CRS (i.e. Ireland or the USA)

Please list **ALL** Tax ID Numbers below

Country of Tax Residency	Tax ID Number (or TIN equivalent)	If TIN unavailable Select (A, B or C) and check box below

If a TIN is unavailable, please confirm the reason why below by ticking A, B, or C below.

Reason A	<input type="checkbox"/>	The country/jurisdiction where the Account Holder is resident does not issue TINs or TIN equivalents to its residents.
Reason B	<input type="checkbox"/>	The Account Holder is otherwise unable to obtain a TIN <i>(Please explain why you are unable to obtain a TIN)</i> _____
Reason C	<input type="checkbox"/>	No TIN is required. (Note: This should only be selected if the domestic law of the relevant country/jurisdiction does not require the collection of the TIN issued by such country/jurisdiction)

Please tick this box to confirm you have specified **all jurisdictions** in which the Entity is resident for tax purposes.

***Section 5: Entity's CRS Classification**

The information provided in this section is for CRS. (Please note an Entity's CRS classification may differ from its FATCA classification in Section 3 above). In addition please note that the information that the Entity has to provide may differ depending on whether they are resident in a participating or non-participating CRS Jurisdiction. For more information on CRS to assist with classification, please see the OECD CRS Standard and associated commentary.

<http://www.oecd.org/tax/automatic-exchange/common-reporting-standard/>

5.1 Financial Institutions (FI's) under CRS:

If the Entity is a *Financial Institution*, **Resident in either a Participating or Non-Participating CRS Jurisdiction** please review and tick one of the below categories that applies **and** specify the type of Financial Institution below.

Note: Please check the Irish Revenue AEOI portal at the time of completion of this form to confirm whether your country of Tax Jurisdiction is considered Participating or Non-Participating for the purposes of CRS Due-Diligence in Ireland.

<https://www.revenue.ie/en/companies-and-charities/documents/aeoi/participating-jurisdictions.pdf>

CRS Financial Institution Type:

I.	A reporting Financial Institution resident in a <u>participating CRS Jurisdiction</u> <i>(including an Investment Entity, Depository FI, Custodial Institution, Specified Insurance company)</i>		
II.	A Financial Institution resident in a <u>Non-Participating CRS Jurisdiction</u> Please <u>also tick</u> the type of FI that applies		
	FI- Investment Entity resident in a Non-Participating Jurisdiction and <u>is managed by another Financial Institution</u> <i>(If this box is ticked, also complete section 6 below and provide separate individual self-certification forms from each of the Controlling Persons)</i>		<input type="checkbox"/>
	FI- Investment Entity resident in a Non-Participating Jurisdiction but is <u>not managed by another Financial Institution/ Other Financial Institution</u> <i>(including a Depository Financial Institution, Custodial Institution or Specified Insurance Company <u>resident in a non-participating jurisdiction</u>).</i>		<input type="checkbox"/>
III	Non-Reporting Financial Institution under CRS. (Specify the type of <u>non-reporting FI</u> below);		
	Government Entity		<input type="checkbox"/>
	Central Bank	International Organisation	<input type="checkbox"/>
	Narrow Participation Retirement Fund	Broad Participating Retirement Fund	<input type="checkbox"/>
	Exempt Collective Investment Vehicle	Pension Fund of a Government Entity/ International Organisation or Central Bank	<input type="checkbox"/>
	Qualified Credit Card Issuer	Trust <i>(Who's trustee reports all required information with respect to all CRS reportable accounts)</i>	<input type="checkbox"/>
	Qualified Non-Profit Entity		<input type="checkbox"/>
	Other Entity <i>(Defined under the domestic law as low risk of being used to evade tax).</i> Specify the type provided in domestic law: _____		<input type="checkbox"/>

5.2 Non-Financial Entity ("NFE") under CRS:

If the Entity is a *not defined as a Financial Institution under CRS* then please tick one of the below categories confirming if you are an Active NFE or Passive NFE.

Active Non-Financial Entity (NFE)		(Choose the box that applies)
I.	Active (NFE)-a corporation the stock of which is regularly traded on an established securities market Please provide details of the established securities market on which the corporation is regularly traded _____	<input type="checkbox"/>
II.	Active (NFE) -if you are a Related Entity of a regularly traded corporation. Please provide the name of the regularly traded corporation of which the Entity is a Related Entity _____ And provide details of the securities market on which the corporation is regularly traded: _____	<input type="checkbox"/>
III.	Active NFE-a Government Entity or Central Bank	<input type="checkbox"/>
IV.	Active NFE-an International Organisation	<input type="checkbox"/>
V.	Active NFE-Other than those listed in I,II,III, or IV above <i>For example a start-up or certain types of non-profit NFE's.</i>	<input type="checkbox"/>

Or

Passive Non-Financial Entity (NFE)

VI.	Passive (NFE) If this box is ticked please also complete Section 6.1 for each of the Controlling Person(s) of the Entity and provide separate AEOI "Individual (including Controlling Persons) Self-Certification for CRS and FATCA form" as indicated in section 6.2 for each Controlling Person(s).	<input type="checkbox"/>
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Section 6: Controlling Persons

NB: Please note that each Controlling Person must complete a separate "Individual (including Controlling Persons) FATCA and CRS Self-Certification" form.

If there are no natural person(s) who exercise control of the Entity, then the Controlling Person for CRS purposes will be the natural person(s) who hold the position of senior managing official of the Entity.

For further information on Identification requirements under CRS for Controlling Persons, see the Commentary to Section VIII of the CRS Standard. <http://www.oecd.org/tax/automatic-exchange/common-reporting-standard/>

6.1 Controlling Person(s) of the Account Holder:

If you have ticked a Passive NFE with Controlling Persons in **either the FATCA or CRS Classification sections above or An Investment Entity** resident in a *Non-Participating Jurisdiction* and managed by another *Financial Institution* in the CRS section, then you must also complete this section for each of the Controlling Person(s) of the account holder and provide a separate "Individual (including Controlling Persons) FATCA and CRS Self-Certification" form for each Controlling person as per 6.2 below:

Indicate the name of all Controlling Person(s) of the Account Holder below:

I.	
II.	
III.	
IV.	

Note: In case of a trust,

Controlling Persons means the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiary(ies), **AND** any other natural person(s) exercising ultimate effective control over the trust.

With respect to an Entity that is a legal person, if there are no natural person(s) who exercise control over the Entity, then the Controlling Person for CRS purposes will be the natural person who holds the position of senior managing official of the Entity.

6.2 Arrange for each of the Controlling Persons listed in Section 6.1 to complete a separate “Individual (including Controlling Persons) Self-Certification for FATCA and CRS” form for each Controlling Person listed in Section 6.1.

Section 7: Declarations and Undertakings

I/We declare (as an authorised signatory of the Entity) that the information provided in this form is, to the best of my/our knowledge and belief, accurate and complete.

I/We confirm (where applicable) that an **“Individual (including Controlling Persons) Self-Certification for FATCA and CRS”** form has been completed, signed and provided for **each Controlling person**, as defined under the CRS and FATCA regulations.

I/We acknowledge and consent to the fact that the information contained in this form and information regarding the Account Holder may be reported to the tax authorities of the country in which this account(s) is/are maintained and exchanged with tax authorities of another country or countries in which the Account Holder may be tax resident where those countries (or tax authorities in those countries) have entered into Agreements to exchange financial account information.

I/We on behalf of the Entity undertake to advise the recipient promptly and provide an updated Self-Certification form within 30 days where any change in circumstance (for guidance refer to Irish Revenue or OECD website) occurs which causes any of the information contained in this form to be incorrect.

*** Authorised Signature(s):**

*** Print Name(s):**

*** Capacity in which declaration is made:**

*** Date of signature: (dd/mm/yyyy):**

AEOI FATCA and CRS Individual (including Controlling Persons)

Self-Certification

Instructions for completion and Data Protection Notice

We are obliged under Section 891E, Section 891F and Section 891G of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections to collect certain information about each account holder's tax arrangements. Please complete the sections below as directed and provide any additional information that is requested. Please note that by completing this form you are providing personal information which may constitute personal data within the meaning of the General Data Protection Regulation (697/2016/EU) (the "GDPR") and applicable Irish data protection legislation (currently the Irish Data Protection Acts 1988 to 2018. Please note that in certain circumstances we may be legally obliged to share this information, and other financial information with respect to an account holder's interests in the Fund, with the Irish tax authorities, the Revenue Commissioners. They may in turn exchange this information, and other financial information with foreign tax authorities, including tax authorities outside the EU.

If you have any questions about this form or defining the account holder's tax residency status, please speak to a tax adviser or local tax authority.

For further information and guidance on FATCA or CRS please refer to the Irish Revenue or OECD website at:

<https://www.revenue.ie/en/companies-and-charities/international-tax/aeoi/index.aspx>

<http://www.oecd.org/tax/automatic-exchange/common-reporting-standard/> in the case of CRS only.

If any of the information below about the account holder's tax residence or FATCA/CRS classification changes in the future, please advise of these changes promptly.

Please note that where there are joint account holders each account holder is required to complete a separate Self-Certification form.

Section 1, 2, 3 and 5 must be completed by all Account holders or Controlling Persons.

Section 4 should only be completed by any individual who is a Controlling Person of an entity account holder which is a Passive Non-Financial Entity, or a Controlling Person of an Investment Entity located in a Non-Participating Jurisdiction and managed by another Financial Institution.

(Mandatory fields are marked with an *)

***Section 1. Account holder /Controlling Person Identification**

***Account Holder / Controlling Person/ Name:** _____

***Current Residential Address:**

Number: _____ Street: _____

City, Town, State, Province or County: _____

Postal/ZIP Code: _____ Country: _____

Mailing address (if different from above):

Number: _____ Street: _____

City, Town, State, Province or County: _____

Postal/ZIP Code: _____ Country: _____

***Place and Date Of Birth**

***Town or City of Birth:** _____ ***Country of Birth:** _____

***Date of Birth:** _____

***Section 2: FATCA Declaration of U.S. Citizenship or U.S. Residence for Tax purposes:**

Please tick either (a) or (b) and complete as appropriate.

OR

(a) I confirm that I am a U.S. citizen and/or resident in the U.S. for tax purposes and my U.S. federal taxpayer identifying number (U.S. TIN) is as follows:

(b) I confirm that I am not a U.S. citizen or resident in the U.S. for tax purposes.

***Section 3: Common Reporting Standard (CRS) Declaration of Tax Residency/Residencies including Citizenship and Residency by Investment disclosure.**

Please indicate your country of tax residence (if resident in more than one country please detail All countries of tax residence and All associated tax identification numbers ("TINs")).

For further guidance on Tax Residence and TINs, please refer to the OECD CRS Information Portal <http://www.oecd.org/tax/automatic-exchange/crs-implementation-and-assistance/tax-identification-numbers/#d.en.347759>

NOTE: Under the Irish legislation implementing the CRS, provision of a Tax ID number (TIN) is required to be provided unless:

- a) You are tax resident in a Jurisdiction that does not issue a TIN, Or,
- b) You are tax resident only in a non-reportable Jurisdiction for CRS (i.e. Ireland or the USA)

Please list All Tax ID Numbers below

Country of Tax Residency	Tax ID Number (or TIN equivalent)	If TIN unavailable Select (A, B or C) and check box below

If a TIN is unavailable, please confirm the reason why below by ticking A, B, or C below.

Reason A	<input type="checkbox"/>	The country/jurisdiction where the Account Holder is resident does not issue TINs or TIN equivalents to its residents.
Reason B	<input type="checkbox"/>	The Account Holder is otherwise unable to obtain a TIN <i>(Please explain why you are unable to obtain a TIN)</i> _____
Reason C	<input type="checkbox"/>	No TIN is required. (Note: This should only be selected if the domestic law of the relevant country/jurisdiction does not require the collection of the TIN issued by such country/jurisdiction)

Please tick this box to confirm you have specified all jurisdictions in which you are resident for tax purposes.

3.1 Citizenship/Residency by Investment (CBI/RBI)

Citizenship by Investment (CBI) and Residency by Investment (RBI) schemes are offered by a number of jurisdictions and allow foreign individuals to obtain citizenship or temporary/permanent residency rights based on local investments or against a flat fee. In this regard, the OECD have identified specific jurisdictions that operate CBI/RBI schemes which could potentially pose a high-risk to the integrity of CRS.

If, in this Section 3, you have confirmed that you are resident **only** in one or more of these specific jurisdictions (and not in any other jurisdiction), we are required to determine whether your citizenship/residency rights were obtained through a CBI/RBI scheme. If so, we must collect additional information.

For further details, including the list of jurisdictions and relevant CBI/RBI schemes, please refer to the OECD website: <https://www.oecd.org/en/topics/sub-issues/international-standards-on-tax-transparency/residence-citizenship-by-investment.html>

Please select **one** of the following options:

Option 1:

I confirm that I am either **not resident** or **not solely resident** in one or more of the jurisdictions designated by the OECD as operating a CBI/RBI scheme that may pose a high risk to CRS integrity.

(If you select this box, no further information is required in this section – please proceed to Section 4, if applicable.)

Option 2:

I confirm that I am **solely resident** in one or more of the jurisdictions designated by the OECD as operating a CBI/RBI scheme that may pose a high risk to CRS integrity but **I did not** receive my residence rights under a CBI/RBI scheme. ***(If you select this box, no further information is required in this section – please proceed to Section 4, if applicable.)***

Option 3:

I confirm that I am **solely resident** in one or more of the jurisdictions designated by the OECD as operating a CBI/RBI scheme that may pose a high risk to CRS integrity **and I solely obtained my residence rights** in these jurisdictions under one or more CBI/RBI schemes.

(If you select this box, please complete Section 3.2)

3.2 CBI/RBI additional queries where an Account holder or Controlling person has obtained citizenship or residency in an OECD CBI/RBI high risk jurisdiction.

*(Additional questions to be completed **ONLY** where option 3 above has been ticked).*

Do you hold residence rights in any other jurisdiction(s)?

No

Yes *(If yes, list the jurisdiction(s))* _____

Have you spent more than 90 days in any other jurisdiction(s) during the previous year?

No

Yes *(If yes, list the jurisdiction(s))* _____

In which jurisdiction(s) have you filed your personal income tax returns during the previous year?

(list the jurisdiction(s) below)

Section 4 – Type of Controlling Person**

**** (ONLY to be completed by an individual who is a Controlling Person of an entity which is a Passive NFE or an Investment Entity located in a Non-Participating Jurisdiction and managed by another Financial Institution)**

For Joint or multiple Controlling Person(s) please complete a separate *“Individual (Including Controlling Persons) Self-Certification for FATCA and CRS* form for **each** Controlling Person.

Controlling Person of a Legal Person	Please Tick all that apply	Entity Name
Controlling Person of a legal person – control by ownership		
Controlling Person of a legal person – control by other means		
Controlling Person of a legal person – senior managing official		

Controlling Person of a Trust (Please select all that apply)	Please Tick all that apply	Entity Name
Controlling Person of a trust – settlor		
Controlling Person of a trust – trustee		
Controlling Person of a trust – protector		
Controlling Person of a trust – beneficiary		
Controlling Person of a trust – other		

Controlling Person of a Legal Arrangement (Non-Trust) Please select all that apply	Please Tick all that apply	Entity Name
Controlling Person of a legal arrangement (non-trust) – settlor-equivalent		
Controlling Person of a legal arrangement (non-trust) – trustee-equivalent		
Controlling Person of a legal arrangement (non-trust) – protector-equivalent		
Controlling Person of a legal arrangement (non-trust) – beneficiary equivalent		
Controlling Person of a legal arrangement (non-trust) – other-equivalent		

***Section 5: Declaration and Undertakings:**

I declare that the information provided in this form is, to the best of my knowledge and belief, accurate and complete.

I acknowledge and consent to the fact that the information contained in this form and information regarding the Account Holder may be reported to the tax authorities of the country in which this account(s) is/are maintained and exchanged with tax authorities of another country or countries in which the Account Holder may be tax resident where those countries (or tax authorities in those countries) have entered into Agreements to exchange financial account information.

I undertake to advise the recipient promptly and provide an updated Self-Certification form within 30 days where any change in circumstances occurs which causes any of the information contained in this form to be incorrect.

Data Protection - Customer Information Notice :

The Common Reporting Standard (CRS), formally referred to as the Standard for Automatic Exchange of Financial Account Information, is an information standard for the automatic exchange of information (AEOI), developed in the context of the Organisation for Economic Co-operation and Development (OECD).

The standard requires that Financial Institutions in participating jurisdictions gather certain information from account holders (and, in particular situations, also collect information in relation to relevant Controlling Persons of such account holders).

Under CRS account holder information (and, in particular situations, information in relation to relevant Controlling Persons of such account holders) is to be reported to the relevant tax authority where the account is held, which, if a different country to that in which the account holder resides, will be shared with the relevant tax authority of the account holder's resident country, if that is a CRS-participating jurisdiction.

Information that may be reported includes name, address, date of birth, place of birth, account balance, any payments including redemption and dividend/interest payments, Tax Residency(ies) and TIN(s).

Further information is available on the OECD website: <http://oecd.org/tax/automatic-exchange/>
And on the Irish Revenue website - <https://www.revenue.ie/en/companies-and-charities/international-tax/aeoi/index.aspx>

*** Authorised Signature:** _____

*** Print Name:** _____

*** Date of signature: (dd/mm/yyyy):** _____

*** Capacity (if Controlling Person):** _____

Appendix II(xii)

Declaration referred to in Section 739D(6), Taxes Consolidation Act, 1997

[It is important to note that this declaration, if it is then still correct, shall apply in respect of any subsequent acquisitions of shares/units.]

- I declare that the information contained in this declaration is true and correct.
- I also declare that I am applying for the shares/units on behalf of the applicant named below who is entitled to the units in respect of which this declaration is made and is a person referred to in Section 739D(6) of the Taxes Consolidation Act, 1997, being a person who is: (please tick as appropriate)

a pension scheme;	<input type="checkbox"/>
a company carrying on life business within the meaning of section 706 TCA 1997;	<input type="checkbox"/>
an investment undertaking;	<input type="checkbox"/>
an investment limited partnership;	<input type="checkbox"/>
a special investment scheme;	<input type="checkbox"/>
a unit trust to which section 731(5)(a) TCA 1997 applies;	<input type="checkbox"/>
a charity being a person referred to in section 739D(6)(f)(i) TCA 1997;	<input type="checkbox"/>
a qualifying management company;	<input type="checkbox"/>
entitled to exemption from income tax and capital gains tax by virtue of section 784A(2) TCA, 1997* (see further requirements for Qualifying Fund Manager below).	<input type="checkbox"/>
a PRSA Administrator;	<input type="checkbox"/>
a credit union within the meaning of section 2 of the Credit Union Act 1997;	<input type="checkbox"/>

Additional requirements where the declaration is completed on behalf of a Charity

- I also declare that at the time of making this declaration, the units in respect of which this declaration is made are held for charitable purposes only and
 - form part of the assets of a body of persons or trust treated by the Revenue Commissioners as a body or trust established for charitable purposes only, or
 - are, according to the rules or regulations established by statute, charter, decree, deed of trust or will, held for charitable purposes only and are so treated by the Revenue Commissioners.
- I undertake that, in the event that the person referred to in paragraph (7) of Schedule 2B TCA 1997 ceases to be a person referred to in Section 739D(6)(f)(i) TCA, 1997, I will, by written notice, bring this fact to the attention of the investment undertaking accordingly.

Additional requirements where the declaration is completed by a qualifying fund manager/ PRSA Administrator

- I/we* also declare that at the time this declaration is made, the units in respect of which this declaration is made
 - are assets of *an approved retirement fund/an approved minimum retirement fund or a PRSA, and
 - are managed by the Declarant for the individual named below who is beneficially entitled to the units.
- I/we* undertake that, if the units cease to be assets of *the approved retirement fund/the approved minimum retirement fund or the PRSA, including a case where the units are transferred to another such fund or account, I/we* will, by written notice, bring this fact to the attention of the investment undertaking accordingly.

***Delete as appropriate**

Additional requirements where the declaration is completed by an Intermediary

- I/we* also declare that I am/we are* applying for shares/units on behalf of persons who
 - to the best of my/our* knowledge and belief, have beneficial entitlement to each of the shares/units in respect of which this declaration is made, and
 - is a person referred to in section 739D(6) TCA 1997.
- I/we* further declare that
 - unless I/we* specifically notify you to the contrary at the time of application, all applications for shares/units made by me/us* from the date of this application will be made on behalf of persons referred to in section 739D(6) TCA 1997, and
 - I/we* will inform you in writing if I/we* become aware that any person ceases to be a person referred to in section 739D(6) TCA 1997.

***Delete as appropriate**

Name of applicant: _____

Irish tax reference number of applicant: _____

Authorised signatory: _____ **(declarant)**

Title: (Mr./Ms. etc.) _____

Capacity in which declaration is made: _____

Date: _____

IMPORTANT NOTES

1. This is a form authorised by the Revenue Commissioners which may be subject to inspection. It is an offence to make a false declaration.

2. Tax reference number in relation to a person has the meaning assigned to it by Section 885 TCA, 1997 in relation to a “specified person” within the meaning of that section. In the case of a charity, quote the Charity Exemption Number (CHY) as issued by Revenue. In the case of a qualifying fund manager, quote the tax reference number of the beneficial owner of the shares/units.

3. In the case of, (i) an exempt pension scheme, the administrator must sign the declaration; (ii) a retirement annuity contract to which Section 784 or 785 applies, the person carrying on the business of granting annuities must sign the declaration; (iii) a trust scheme, the trustees must sign the declaration. In the case of a charity, the declaration must be signed by the trustees or other authorised officer of a body of persons or trust established for charitable purposes only within the meaning of Sections 207 and 208 TCA 1997. It must also be signed by a qualifying fund manager of an approved retirement fund/an approved minimum retirement fund or by a PRSA administrator. In the case of an intermediary, the declaration must be signed by the intermediary. In the case of a company, the declaration must be signed by the company secretary or other authorised officer. In the case of a unit trust it must be signed by the trustees. In any other case it must be signed by an authorised officer of the entity concerned or a person who holds a power of attorney from the entity. If the latter, a copy of the power of attorney should be furnished in support of this declaration.